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INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO LEASE
DATED THIS 22nd DAY OF DECEMBER, 1975,
("SECOND AMENDMENT") BETWEEN
UNITED STATES RAILWAY LEASING COMPANY ("UNITED")
AND CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC
RAILROAD COMPANY ("LESSEE")

R E C I T A L S

United and Lessee have heretofore entered into a Lease dated March 18, 1974, recorded with the Interstate Commerce Commission ("ICC") as Rec. No. 7613, as amended by Amendment to Lease dated December 19, 1974, recorded with the ICC as Rec. No. 7613-A (the lease as amended being hereinafter called the "Lease"), providing for the lease by United to Lessee of 350 New 50'6", 70-ton, Rigid Underframe, Single Sheathed Box Cars (the "Cars"). United wishes to secure a separate Lease with respect to 125 of the Cars and Lessee is agreeable thereto, all upon the terms and conditions hereinafter provided.

AGREEMENT

1. Exhibit "A" of the Lease is amended by deleting the following language: "MILW 50,150 - 50,499, inclusive" appearing under the heading Reporting Numbers and Marks and substituting therefor the following: "MILW
50,275 - 50,499, inclusive."

2. United and Lessee agree that the 125 Cars numbered MILW 50,150 - 50,274, inclusive, being deleted from the Lease shall be and hereby are being contemporaneously herewith covered by another lease dated March 18, 1974, containing all of the same terms, provisions and conditions as are contained in the Lease except to the extent of the revision set forth in Paragraph 1 of this Second Amendment and the appropriate language in Exhibit "A" of such other lease required to reflect the car numbers of the 125 Cars being covered thereby.

3. All other terms and conditions of the Lease shall remain in full force and effect and the Lease hereby amended is hereby ratified, confirmed and approved.

ATTEST:

G. G. Gudnowski
ASST. Secretary

CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY

BY R. K. Keston
Vice President

ATTEST:

and Rhea B
Assistant Secretary

UNITED STATES RAILWAY LEASING
COMPANY

BY J. A. J. J.
President

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 15th day of January, 1976, before me personally appeared J. P. Feller, to me personally known, who being by me duly sworn, says that he is ~~Vice~~ President of the UNITED STATES RAILWAY LEASING COMPANY, and Paul Reak, to me personally known to be the Assistant Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

M. J. Jones
Notary Public
My Commission Expires: 2/19/79

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 13 day of January, 1976, before me personally appeared R. F. Kratochwill, to me personally known, who being by me duly sworn, says that he is Vice President of CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, and G. Grudnowski, to me personally known to be the Assistant Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jane E. Kost
Notary Public
My Commission Expires: July 17, 1979